

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

---

In re: )  
 )  
WOMEN'S APPAREL GROUP, LLC ) Chapter 11  
 ) Case No. 11-16217 (JNF)  
Debtor. )  
 )

---

**DEBTOR'S NOTICE OF FILING PROPOSED  
FINAL ORDER AUTHORIZING (A) SECURED POST-PETITION  
FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362, AND 364(c)  
AND (d); (B) GRANTING SECURITY INTERESTS, SUPERPRIORITY  
CLAIMS AND ADEQUATE PROTECTION; AND (C) USE OF CASH COLLATERAL**

**PLEASE TAKE NOTICE** that, pursuant to the Court's August 19, 2011 Order (Docket No. 281), Debtor Women's Apparel Group, LLC (the "Debtor") hereby files its proposed Final Order Authorizing (A) Secured Post-Petition Financing Pursuant To 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims And Adequate Protection; And (C) Use Of Cash Collateral (Exhibit A hereto) and, for informational purposes only, a red-line against the proposed Final Order filed on August 18, 2011 as an exhibit to the Joint Motion Of The Debtor, The Creditors' Committee And Dip Lender To Reconsider, Or In The Alternative, To Stay August 18, 2011 Order (Docket # 275) (Exhibit B hereto).

**NOTICE**

The Debtor has or will serve this document and its attachments on the Office of the United States Trustee, the Creditor's Committee, and all parties who have filed a notice of appearance in this case. The Debtor submits that such service provides sufficient notice in light of the nature of the relief requested and requests that the Court approve such notice.

Dated: August 21, 2011

Respectfully submitted,

WOMEN'S APPAREL GROUP, INC.,  
Debtor

By proposed counsel to Debtor and Debtor-in-Possession,

/s/ Richard S. Rosenstein  
Richard S. Rosenstein (BBO# 429100)  
James F. Coffey (BBO#552620)  
Nutter, McCennen & Fish, LLP  
155 Seaport Boulevard  
Boston, MA 02210  
Phone: (617) 439-2000  
Fax: (617) 310-9390  
Emails: [trosenstein@nutter.com](mailto:trosenstein@nutter.com)  
[jcoffey@nutter.com](mailto:jcoffey@nutter.com)

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

---

In re: )  
 )  
WOMEN'S APPAREL GROUP, LLC ) Chapter 11  
 ) Case No. 11-16217 (JNF)  
Debtor. )  
 )

---

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 21st day of August, 2011, a copy of the foregoing document filed by Richard Rosenstein, Esq. and the law firm of Nutter, McCennen & Fish, LLP in the captioned matter was served either by ECF upon the parties on the attached service list (for registered participants as identified on the Notice of Electronic Filing (NEF)) or e-mail (for non-registered participants).

/s/ Richard S. Rosenstein

Dated: August 21, 2011

## SERVICE LIST

### U.S. Trustee

John Fitzgerald  
Office of the US Trustee  
J.W. McCormack Post Office & Courthouse  
5 Post Office Sq., 10th Fl, Suite 1000  
Boston, MA 02109

### Petitioning Creditors

Michael J. Goldberg, Esq.  
Casner & Edwards, LLP  
303 Congress Street  
Boston, MA 02210  
(*Counsel to NL Ventures VII United, L.L.C.*)

Brian K. Aylward, Esq.  
Smith, Levenson, Cullen & Aylward, P.C.  
5 Essex Green Dr.  
Peabody, MA 01960  
(*Counsel to La Vita, Inc. and Your Label, Inc.*)

Marianne E. Brown, Esq.  
Law Offices of Marianne E. Brown  
22 Mill Street  
Suite 408  
Arlington, MA 02476  
(*Counsel to Suburban Service Corporation*)

### Creditors' Committee

Eric R. Wilson  
Jason R. Adams  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178  
Phone: (212) 808-7800  
Fax: (212) 808-7897  
(*Proposed Counsel to Creditors' Committee*)

### Noticed Appearances

Mary T. Sullivan, Esq.  
Anne R. Sills, Esq.  
Segal Roitman, LLP

111 Devonshire Street, Fifth Floor  
Boston, MA 02109  
*(Counsel to The New England Joint Board, UNITE-HERE)*

Douglas R. Gooding, Esq.  
William S. McMahon, Esq.  
Choate Hall & Stewart LLP  
Two International Place  
Boston, MA 02110  
*(Counsel to Distinctive Apparel, Inc.)*

Alan Noskow, Esq.  
Erika Morabito, Esq.  
Patton Boggs, LLP  
2550 M Street, NW  
Washington, DC 20037  
*(Counsel to Distinctive Apparel, Inc.)*

Norman N. Kinel, Esq.  
David A. Van Grouw, Esq.  
Lowenstein Sandler PC  
1251 6<sup>th</sup> Avenue  
New York, NY 10020  
*(Counsel to Paymentech LLC)*

Euripides Dalmanieras, Esq.  
Foley Hoag, LLP  
Seaport West  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
*(Counsel to CIBER, Inc.)*

Kenneth A. Rosen, Esq.  
Sharon L. Levine, Esq.  
Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, NJ 07068  
*(Counsel to Gould Paper Corporation)*

Shawn M. Christianson, Esq.  
Buchalter Nemer  
333 Market St., 25th Fl.  
San Francisco, CA 94105  
*(Counsel to Oracle America, Inc.)*

Peter L. Hatem, Esq.

Attorney Peter L. Hatem, P.C.  
258 U.S. Route One  
Scarborough, Maine 04074-8904  
(*Counsel to Oracle America, Inc.*)

Harlan M. Lazarus, Esq.  
Lazarus & Lazarus, P.C.  
240 Madison Avenue, 8th Floor  
New York, NY 10016  
(*Counsel to Joining Forest (International) Co., Ltd. , Li Cheng Garments (Hubei) Co., Ltd , Zhuji Wonderful Win Garments Co., Ltd. , Zhuji Dahe Clothing Co., Ltd. , Zhu Hai Hao Yuan Garment Co., Ltd. , Zhejiang Charm Winner Garments Co., Ltd. , Y.C. (Lam's) Knitting Factory Ltd. , Venco Industrial Ltd., Sinotex-Fortune Profit GMT Limited , Shenglida Garments Zhejiang Co., Ltd , Shanghai Surpass Corp., Ltd., Shanghai Rongyu Garment Co. Ltd., Riverland International Group Limited, Ningbo Seduno Import & Export Co., Ltd., Jiangsu Jing Meng Knitting Co., Ltd., Hangzhou Xinhe Import & Export Co., Ltd., Hangzhou Chunjie Garmets Co., Ltd., Crown Elegant Trading Limited , Better Glory International Limited)*)

Sean Gillian, Esq.  
Gesmer Updegrafe LLP  
40 Broad Street  
Boston, MA 02109  
(*Counsel to Neolane*)

Joseph S.U. Bodoff, Esq.  
Bodoff & Associates, P.C.  
120 Water Street  
Boston, MA 02109-4251  
(*Counsel to R.T. Taunton LLC*)

Peter B. McGlynn, Esq.  
Bernkopf Goodman LLP  
125 Summer Street, Ste. 1300  
Boston, MA 02110  
(*Counsel to USA-800, Inc.*)

Christopher A. Ward, Esq.  
Polsinelli Shughart  
222 Delaware Avenue, Suite 1101  
Wilmington, DE 19801  
(*Counsel to USA-800, Inc.*)

James E. Bird, Esq.  
Polsinelli Shughart

700 W. 47th Street, Suite 1000  
Kansas City, MO 64112  
*(Counsel to USA-800, Inc.)*

Thomas H. Curran, Esq.  
McCarter & English, LLP  
265 Franklin Street  
Boston, MA 02110  
*(Counsel to Verizon Communications)*

Paula K. Jacobi, Esq.  
Barnes & Thornburg LLP  
One North Wacker Drive,  
Suite 4400  
Chicago, IL 60606  
*(Counsel to R.T. Tauton LLC)*

Kenneth J. Schweiker, Jr., Esq.  
Brown & Connery, LLP  
6 North Broad Street  
Woodbury, NJ 08096  
*(Counsel to SAP America, Inc. and SAP Industries)*

2034537.1  
2038074.1